30 October 2026

Dear Shareholder,

Bio-Gene Technology Limited
2026 Annual General Meeting of Shareholders

Notice is hereby given that the 2026 Annual General Meeting (AGM) of shareholders of Bio-Gene Technology Limited (Bio-Gene or the Company) will be held as a virtual meeting on **Monday, 30 November 2026 at 2:00pm (Melbourne time)** via live webinar, for the purpose of considering the business outlined in the Notice of Meeting.

Bio-Gene advises that no hard copy of the Notice of Meeting and Explanatory Notes (Notice) will be circulated, except to shareholders who have expressly requested one. The Notice is available on the Company's website at bio-gene.com.au/investors/asx-announcements and via the ASX Market Announcements Platform under the Company's ASX Code (BGT).

If you have nominated an email address and elected to receive electronic communications from the Company, you will receive an email with a link to the electronic copy of the Notice.

Online Meeting Platform
Shareholders with an existing account with Automic will be able to watch, listen, and vote online. Those without an account are strongly encouraged to register as soon as possible to avoid delays on the day of the Meeting. To register, visit investor.automic.com.au, click "Register," and follow the prompts. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account.

Shareholders may ask questions during the AGM in real time via text or audio. Alternatively, questions may be submitted at least 48 hours prior to the Meeting by email to bgt.shareholder@bio-gene.com.au. The Company reserves the right to decline responses to unreasonable or offensive questions.

Proxy Lodgement
Shareholders are strongly encouraged to lodge proxy forms early. Forms may be submitted online or by post, following the instructions on your personalised proxy form. Proxy forms must be received by Automic no later than **2:00pm (Melbourne time) on Saturday, 28 November 2026**. Forms received after this time will be invalid.

Shareholders who wish to vote virtually on the day of the Meeting can do so via the Automic Investor Portal. For details on live voting, please refer to the Registration and Voting Guide at automicgroup.com.au/agm/virtual-agms.

Shareholder Communication Elections
Recent amendments to the *Corporations Act 2001* allow shareholders to elect to receive documents (including meeting notices and annual reports) electronically or in hard copy. You may make a standing election or request to receive specific communications in your preferred format.

Shareholders may also elect not to receive certain documents, including the annual financial report.

As part of our commitment to sustainable business practices, we encourage you to provide your email address so we can communicate electronically. This ensures timely, cost-effective delivery of Company information while supporting environmental sustainability.

If you have previously made a communication election, it will remain in effect until you notify the Company of any changes. Shareholders who have not made an election will be deemed to have elected to receive all documents electronically.

To update your communication preferences, please contact Automic:
- **Telephone (within Australia):** 1300 288 664
- **Telephone (outside Australia): +61 2 9698 5414**
- **Email: hello@automicgroup.com.au**
- **Website:** investor.automic.com.au

Yours faithfully,

Drew Speedy
Company Secretary

Bio-Gene Technology Limited

ACN 071 735 950

Notice of 2026 Annual General Meeting

To be held virtually on
Monday, 30 November 2026 at 2:00pm (Melbourne time)

Bio-Gene Technology Limited
ACN 071 735 950
Notice of Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting of the shareholders of Bio-Gene Technology Limited (**Bio-Gene** or the **Company**) is to be held as a virtual meeting (**Meeting** or **AGM**) on Monday, **30 November 2026** at 2.00pm (Melbourne time) for the purpose of considering the business referred to in this Notice of Meeting. The Meeting will be held as a virtual meeting via a live webinar.

The Explanatory Notes which accompany this Notice of Meeting are incorporated in, and form part of, this Notice of Meeting.

Agenda

1. Consideration of 2026 Reports

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 June 2026.

Note: no resolution is required for this item of business.

2. Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2026 be adopted."

Note: In accordance with section 250R(3) of the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out at pages 19 to 27 of the Annual Report 2026.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (as defined in the Explanatory Notes) (**KMP**) or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction as to how to vote in the proxy form; or
- by the Chair of the AGM pursuant to an express authorisation in the proxy form to vote undirected proxies as the Chair sees fit, even though Resolution 1 is connected with the remuneration of members of the KMP.

"Closely Related Parties" of a member of the KMP means any of the following:

(a) a spouse or child of the member;
(b) a child of the member's spouse;
(c) a dependent of the member or of the member's spouse;
(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
(e) a company the member controls.

3. Resolution 2 – Re-election of Mr. Alex Ding as a Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr. Alex Ding, who retires as a Director of the Company in accordance with clause 59(2) of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

4. Resolution 3 – Re-election of Mr. Christopher Ramsey as a Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr. Christopher Ramsey, who retires as a Director of the Company in accordance with clause 59(2) of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

5. Resolution 4 – Enable the issue of equity securities under an Equity Incentive Plan

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.2, Exception 13 and for all other purposes, approval is given to enable the Company to issue equity securities under an Equity Incentive Plan as an exception to ASX Listing Rule 7.1, on the terms and conditions set out or described in the Explanatory Notes which accompanies and forms part of the Notice of Meeting."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is eligible to participate in the Equity Incentive Plan or an associate of that person (or persons).

However, the Company will not disregard a vote cast in favour of Resolution 4 if:

(a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 4 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
(b) it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4 in accordance with a direction given to the Chair to vote as the Chairman decides; or
(c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
    (ii) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition statement

A person appointed as proxy must not vote, on the basis of that appointment, on Resolution 4 if:

(a) the proxy is either a member of the Key Management Personnel (as defined in the Explanatory Notes) (**KMP**) or a Closely Related Party of such KMP; and
(b) the appointment does not specify the way the proxy is to vote on Resolution 4.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and
(b) the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

6. Resolution 5 – Approval to issue 500,000 Options to Mr Alex Ding (or his nominated Associate)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.11, sections 195(4) and 200E of the Corporations Act and for all other purposes, the issue of 500,000 Options, having an expiry date of 30 November 2029, at an exercise price of $0.035 each, to Mr Alex Ding (or his nominated Associate) in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Ding (or his nominated Associate) and any other person who will obtain a material benefit as a result of the issue of the Options pursuant to Resolution 5, except a benefit arising solely from their capacity as a holder of Shares, and any of their respective Associates.

However, the Company will not disregard a vote cast in favour of Resolution 5 if:

(a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
(b) it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with a direction given to the Chair to vote as the Chairman decides; or
(c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
    (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 6 – Approval to issue 500,000 Options to Mr Andrew Guthrie (or his nominated Associate)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.11, sections 195(4) and 200E of the Corporations Act and for all other purposes, the issue of 500,000 Options, having an expiry date of 30 November 2029, at an exercise price of $0.035 each, to Mr Andrew Guthrie (or his nominated Associate) in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr Guthrie (or his nominated Associate) and any other person who will obtain a material benefit as a result of the

issue of the Options pursuant to Resolution 6, except a benefit arising solely from their capacity as a holder of Shares, and any of their respective Associates.

However, the Company will not disregard a vote cast in favour of Resolution 6 if:

(a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
(b) it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with a direction given to the Chair to vote as the Chairman decides; or
(c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and

    (ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 7 – Approval to issue 500,000 Options to Mr Christopher Ramsey (or his nominated Associate)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That, for the purposes of Listing Rule 10.11, sections 195(4) and 200E of the Corporations Act and for all other purposes, the issue of 500,000 Options, having an expiry date of 30 November 2029, at an exercise price of $0.035 each, to Mr Christopher Ramsey (or his nominated Associate) in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr Ramsey (or his nominated Associate) and any other person who will obtain a material benefit as a result of the issue of the Options pursuant to Resolution 7, except a benefit arising solely from their capacity as a holder of Shares, and any of their respective Associates.

However, the Company will not disregard a vote cast in favour of Resolution 7 if:

(a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 7 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
(b) it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7 in accordance with a direction given to the Chair to vote as the Chairman decides; or
(c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and

    (ii) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

9. Resolution 8 – Approval to issue 2,000,000 Options to Mr Timothy Grogan (or his nominated Associate)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.11, sections 195(4) and 200E of the Corporations Act and for all other purposes, the issue of 2,000,000 Options, having an expiry date of 30 November 2029, at an exercise price of $0.035 each, to Mr Timothy Grogan (or his nominated Associate) in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Mr Grogan (or his nominated Associate) and any other person who will obtain a material benefit as a result of the issue of the Options pursuant to Resolution 8, except a benefit arising solely from their capacity as a holder of Shares, and any of their respective Associates.

However, the Company will not disregard a vote cast in favour of Resolution 8 if:

(a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 8 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
(b) it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 8 in accordance with a direction given to the Chair to vote as the Chairman decides; or
(c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 8; and
    (ii) the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

10. Resolution 9 – Approval to issue 1,000,000 Options to Mr Peter May (or his nominated Associate)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.11, sections 195(4) and 200E of the Corporations Act and for all other purposes, the issue of 1,000,000 Options, having an expiry date of 30 November 2029, at an exercise price of $0.035 each, to Mr Peter May (or his nominated Associate) in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Mr May (or his nominated Associate) and any other person who will obtain a material benefit as a result of the issue

of the Options pursuant to Resolution 9, except a benefit arising solely from their capacity as a holder of Shares, and any of their respective Associates.

However, the Company will not disregard a vote cast in favour of Resolution 9 if:

(a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 9 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
(b) it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 9 in accordance with a direction given to the Chair to vote as the Chairman decides; or
(c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 9; and

(ii) the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

11. Resolution 10 – Ratification of appointment of auditor

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, MVAB Audit Pty Ltd having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

12. Resolution 11 – ASX Listing Rule 7.1A (additional issuance capacity)

To consider, and if thought fit, to pass the following resolution as a special resolution:

"That approval be given to the Company to have the additional capacity to issue so many equity securities under ASX Listing Rule 7.1A as is allowed under the formula prescribed in ASX Listing Rule 7.1A(2), during the period specified under ASX Listing Rule 7.1A.1, at an issue price which is not less than the minimum issue price calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.3."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities); and
- any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that they are not excluded from voting, and is not an associate of a person excluded from voting; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary.

However, as at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, as at the date of this Notice of Meeting, no existing Shareholders will be excluded from voting on Resolution 11.

Approved for release by the Board.

Drew Speedy
Company Secretary
30 October 2026

Venue and Voting Information

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.
4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Drew Speedy, Company Secretary at bgt.shareholder@bio-gene.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging into the Automic shareholder portal.

1. Open your internet browser and go to investor.automic.com.au
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register"**. Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. ***Important****: Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at https://www.automicgroup.com.au/virtual-agms/

It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

Explanatory Notes

These Explanatory Notes have been prepared to provide shareholders with information about the business of the Meeting and each resolution.

2026 Financial Statements and Reports

Section 317 of the Corporations Act 2001 (the Corporations Act) requires the Directors of the Company to lay before the AGM the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2026. Those reports are set out in the Company's 2026 Annual Report which can be obtained from the Company's website at https://bio-gene.com.au/investors/financial-reports/.

There is no requirement either in the Corporations Act or in Bio-Gene's Constitution for shareholders to approve these reports or to pass any resolution in relation to these reports. Accordingly, there will be no formal resolution put to the AGM on this item of business.

Shareholders will have a reasonable opportunity at the meeting to ask questions and comment on these reports and on the Company's business and operations.

Resolution 1 - Adoption of Remuneration Report

The 2026 Remuneration Report, which explains the Board's policies in relation to the nature and level of remuneration paid to Directors and senior management (**Key Management Personnel** or **KMP**) of the Company and which sets out remuneration details for each KMP, forms part of the Directors' Report on pages 19 to 27 (inclusive) of the Annual Report for the year ended 30 June 2026 (and is available on the Company's website at https://bio-gene.com.au/investors/financial-reports/). A copy of the 2026 Annual Report has been sent to shareholders who requested it. A copy can also be obtained from the Company's website as outlined above.

The 2026 Remuneration Report:

- explains the Board's policies in respect of the nature and level of remuneration paid to each KMP of the Company;
- makes clear that remuneration is linked to performance of key executives and the Company overall;
- sets out the remuneration details for each KMP; and
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives and Executive Directors.

As required under section 250R(2) of the Corporations Act, a resolution will be put to shareholders to adopt the 2026 Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Directors or the Company. Shareholders will be given the opportunity to ask questions about or make comments on the 2026 Remuneration Report.

Board recommendation

In the interest of good corporate governance, the Directors abstain from making a recommendation in relation to this Resolution 1.

Resolution 2 – Re-election of Mr. Alex Ding as a Director

Clause 59(1) of the Constitution of the Company requires one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, to retire from office at each annual general meeting. Further, as clause 76(6) provides that the Managing Director (being Mr Tim Grogan) is not subject to retirement by rotation and is not to be taken into account in determining the number of Directors who must retire by rotation, the number of Directors who must retire by rotation is one Director.

Clause 59(2) of the Constitution provides that a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected, even if his or her retirement results in more than one-third of all Directors retiring from office. Mr. Alex Ding was elected by the shareholders at the 2023 Annual

General Meeting and therefore is required to retire by rotation, and being eligible, submits himself to shareholders for re-election as a Director.

Mr. Ding is a former partner at two leading Australian law firms, and is a recognised expert in mergers and acquisitions, capital markets, and general corporate and governance law. He has advised many large ASX, LSE and US listed companies, foreign government-controlled entities and substantial private companies and funds on acquisitions, divestments, corporate finance transactions, joint venture arrangements, restructurings, corporate governance and disputes strategy. He has been named on The Best Lawyers in Australia list, and has over 25 years of experience as a corporate lawyer.

Mr Ding joined as Non-Executive Director of Bio-Gene Technology Limited on 12 May 2023 and was appointed as Non-Executive Chair of the Board on 1 August 2023.

A detailed summary of Mr. Ding's experience, qualifications and background is provided on page 15 of the Company's 2026 Annual Report, a copy of which is available on the Company's website at https://bio-gene.com.au/investors/financial-reports/

Board recommendation

The Directors (other than Mr. Alex Ding who abstains from making a recommendation) recommend that shareholders vote in favour of Resolution 2.

Resolution 3 – Re-election of Mr. Christopher Ramsey as a Director

Clause 59(1) of the Constitution of the Company requires one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, to retire from office at each annual general meeting. Further, as clause 76(6) provides that the Managing Director (being Mr Tim Grogan) is not subject to retirement by rotation and is not to be taken into account in determining the number of Directors who must retire by rotation, the number of Directors who must retire by rotation is one Director.

Clause 59(2) of the Constitution provides that a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected, even if his or her retirement results in more than one-third of all Directors retiring from office. Mr. Christopher Ramsey was elected by the shareholders at the 2023 Annual General Meeting and therefore is required to retire by rotation, and being eligible, submits himself to shareholders for re-election as a Director.

Mr Ramsey has over 30 years' experience in the agricultural sector across business startup, development, marketing and broader agronomy. He has held leadership roles in Bayer, BASF and Nufarm/Crop Care among others, operating in both technical and managerial roles. Chris brings with him significant experience across customer engagement and product marketing and has a history of partnership development and sourcing after having spent the earlier years of his career in technical agricultural roles. Chris currently acts as non-executive director of North West Phosphate, a phosphate exploration and production business and Zondii, an agtech business that is developing technology for Australian wool producers. He is also the principal director of a boutique agribusiness consulting firm. Chris holds a BSc (Honours) in Rural Sciences and a GradDip in Agribusiness.

Mr Ramsey joined as Non-Executive Director of Bio-Gene Technology Limited on 12 May 2023.

A detailed summary of Mr. Ramsey's experience, qualifications and background is provided on page 17 of the Company's 2026 Annual Report, a copy of which is available on the Company's website at https://bio-gene.com.au/investors/financial-reports/

Board recommendation

The Directors (other than Mr. Christopher Ramsey who abstains from making a recommendation) recommend that shareholders vote in favour of Resolution 3.

Resolution 4 – Enable the issue of equity securities under an Equity Incentive Plan

Background

This resolution seeks approval from the holders of ordinary shares in the Company (**Shareholders**) to enable the Company to grant or issue options, performance rights or any other equity securities in the Company under the Equity Incentive Plan, and to issue ordinary shares in the Company upon the vesting or exercise of options and performance rights under the Equity Incentive Plan, to be exempted from counting towards the rolling annual limit of 15% of issued ordinary shares in the Company prescribed by ASX Listing Rule 7.1.

A summary of the terms of the Equity Incentive Plan, to be approved pursuant to this Resolution 4, is set out at Annexure A.

The Equity Incentive Plan is intended to assist the Company to attract and retain key executives and employees. The Board believes the Equity Incentive Plan will achieve the following key objectives:

(a) establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;

(b) provide an incentive and reward for Eligible Participants for their contributions to the Company;

(c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company; and

(d) align the interests of Eligible Participants more closely with the interests of Shareholders, by providing an opportunity for Eligible Participants to hold an equity interest in the Company.

ASX Listing Rule 7.2

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that number which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2, Exception 13 operates as an exception to ASX Listing Rule 7.1. The effect of shareholder approval under ASX Listing Rule 7.2, Exception 13, is that any issues of equity securities under the Equity Incentive Plan are treated as having been made with approval of Shareholders for the purposes of ASX Listing Rule 7.1. If approval is given under ASX Listing Rule 7.2, Exception 13, that approval will be effective for a period of three years.

If Resolution 4 is passed, the Company will be able to issue securities under the Equity Incentive Plan to Eligible Participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary shares on issue without Shareholder approval in any 12 month period. If Resolution 4 is not passed, the Company will be able to proceed with the issue of equity securities under the Equity Incentive Plan to Eligible Participants, however, any issues of equity securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of the equity securities.

In accordance with the requirements of ASX Listing Rule 7.2, Exception 13, the Company provides the following information:

- a summary of the terms of the Equity Incentive Plan is set out in Annexure A;
- no equity securities have been issued under the Equity Incentive Plan;
- the maximum number of equity securities to be issued under the Equity Incentive Plan (other than issues approved by Shareholders under ASX Listing Rule 7.1 or ASX Listing Rule 10.14) following approval under this Resolution 4 at any given time is, unless otherwise approved by Shareholders, will be 21,903,055 (being 5% of the number of the Company's fully paid ordinary shares on issue at the date of this Notice of Meeting); and

- a voting exclusion statement has been included in this Notice of Meeting for the purposes of Resolution 4.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 to 9 – Approval of Issue of Options to Directors

On 19 October 2026, the Board resolved that, subject to Shareholder approval being obtained and compliance with the Corporations Act and the ASX Listing Rules, Messrs Alex Ding (Chair), Andrew Guthrie, Christopher Ramsey (Non-Executive Directors), Tim Grogan and Peter May (Executive Directors) (each an **Eligible Director** and together the **Eligible Directors**), be issued with Options to subscribe for Shares in the Company (**Director Options**).

Listing Rule Requirements

Listing Rule 10.11 requires that the Company obtain Shareholder approval prior to the issue of Equity Securities to a Related Party of the Company.

Accordingly, Resolutions 5 to 9 (inclusive) seek Shareholder approval for the issue of the Director Options to each Eligible Director in accordance with Listing Rule 10.11.

If Resolutions 5 to 9 are passed, the relevant Eligible Director the subject to the relevant Resolution will receive their respective Director Options.

If any of Resolutions 5 to 9 are not passed, no Director Options will be issued to the relevant Director (or his nominated Associate) the subject to the relevant Resolution.

For the avoidance of doubt, Resolutions 5 to 9 are not interdependent.

Corporations Act – Chapter 2E

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the Related Party. The Eligible Directors are Directors and are therefore each a Related Party of the Company.

The Board (in the absence of the Eligible Director regarding their respective Director Options) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Director Options pursuant to Resolutions 5 to 9 (inclusive), on the basis that the benefits constitute reasonable remuneration that is consistent with each Director's engagement with the Company and, therefore, the exception in section 211 of the Corporations Act applies to Resolutions 5 to 9 (inclusive). Section 211 provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the Related Party's circumstances.

Having considered the circumstances of the Company and the circumstances of the Eligible Directors to receive the Director Options, the Board (in the absence of the Eligible Director regarding their respective Director Options) considers that the financial benefits conferred by the grant of Director Options to the Eligible Directors are reasonable in the circumstances, and therefore the exception in section 211 applies because:

- they are a cost effective and efficient means for the Company to remunerate the Eligible Directors, as opposed to alternative forms of incentive, such as the payment of additional cash compensation;
- they reflect the extensive experience, track record and reputation each of the Eligible Directors have within the industry;

- the Director Options have an exercise price of $0.035 each, which was significantly higher than the Company's share price as at 19 October 2026 when the Board resolved to issue the Director Options (being $0.013);

- the expiry date is 30 November 2029 and there are terms which accelerate the expiry of the Director Options if the Eligible Directors cease their engagement with the Company;

- the issue of Director Options will ensure that the remuneration offered is competitive with market standards and practice. The Board (in the absence of the Eligible Director regarding their respective Director Options) has considered the proposed number of Director Options to be granted and ensured that the Eligible Directors' overall remuneration is line with market practice; and

- the issue of the Director Options will attract, retain and ensure continuity of service of the Eligible Directors who have appropriate knowledge and expertise while maintaining the Company's cash reserves for other preferred uses.

Termination Benefits – Section 200E

The Corporations Act restricts the Company from giving certain "benefits" to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefits**), in the absence of prior shareholder approval unless an exemption applies.

The term "benefit" is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretions under the terms of the Options.

Under the terms of the Options and subject to the Listing Rules, the Board possesses the power to exercise certain discretions to vary the default time period for the lapsing of options in the event of the participant ceasing employment or office, including as a result of death or total permanent disability.

Specifically, where an Uncontrollable Event occurs such as the death or permanent incapacity of a participant – Options will lapse 6 months later – unless the Board exercises its discretion otherwise.

Similarly, in other circumstances involving cessation of employment (other than For Cause events), such as voluntary resignation – Options will lapse immediately – unless the Board exercises its discretion otherwise.

The exercise of this discretion by the Board may constitute a Termination Benefit for the purposes of the Corporations Act. Accordingly, Resolutions 5 to 9 (inclusive) also seeks Shareholder approval, for the Company to potentially provide these Termination Benefits to Option holders.

Corporations Act – Section 195(4)

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances.

Section 195(4) of the Corporations Act relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that the Eligible Directors participating in the Incentive Plan have a material personal interest in the outcome of Resolutions 5 to 9 (inclusive). If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 5 to 9 (inclusive) at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency the Company is also seeking Shareholder approval for Resolutions 5 to 9 (inclusive) for the purposes of section 195(4) of the Corporations Act in respect of the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

For the purposes of Listing Rule 10.13, and section 200E of the Corporations Act, the following information is provided in respect of Resolutions 5 to 9 (inclusive):

Maximum number of securities proposed to be issued	The maximum number of Equity Securities proposed to be issued pursuant to Resolutions 5 to 9 (inclusive) is: (a) in respect of Resolution 5, 500,000 Options to Mr Ding (or his nominated Associate); (b) in respect of Resolution 6, 500,000 Options to Mr Guthrie (or his nominated Associate); (c) in respect of Resolution 7, 500,000 Options to Mr Ramsey (or his nominated Associate); (d) in respect of Resolution 8, 2,000,000 Options to Mr Grogan (or his nominated Associate); and (e) in respect of Resolution 9, 1,000,000 Options to Mr May (or his nominated Associate).
Relationship to the Company	As the Eligible Directors are all Related Parties of the Company (by virtue of their position as Directors), they are each persons falling within the prescribed category set out in Listing Rule 10.11.1 and their Associates fall within Listing Rule 10.11.4.
Issue Price	The Director Options are being issued to the Directors for nil consideration.
Terms of the securities	The Director Options: (a) have an exercise price of $0.035 each; (b) have an expiry date of 30 November 2029 (which may be accelerated if the holder ceases their engagement with the Company); (c) are issued subject to having received Shareholder approval; (d) vest immediately upon their issue; (e) are each exercisable into one (1) ordinary share in the capital of the Company, which will rank equally to the then issued share of the Company; (f) if a Director ceases to be engaged by the Company because of an act of fraud, dishonesty or being in material breach of their obligations to the Company or an Associated Entity (**For Cause Event**), unexercised Options will immediately lapse; (g) if a Director ceases to be engaged by the Company because of: (1) death, serious injury, disability or illness which renders the Eligible Person incapable of continuing their employment or engagement (or providing the services the subject of the engagement) with the Company or an Associated Entity; (2) forced early retirement, retrenchment or redundancy; or (3) such other circumstances which results in a Eligible Person leaving the employment of or ceasing their engagement with the Company or Associated Entity and which the Board determines is an Uncontrollable Event, (each an **Uncontrollable Event**), unexercised Options will lapse on the earlier of: (1) the Expiry Date; or

	(2) the date that is 6 months from the date of cessation of engagement, or such other later as the Board determines (in its absolute discretion). (h) if a Director ceases to be engaged by the Company because of an event that is not an Uncontrollable Event or a For Cause Event, unexercised Options will immediately lapse; (i) contain no rights to participate in voting or dividends; and (j) are transferrable subject to any restrictions at law; (k) do not provide participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Options, except in their capacity as existing Shareholders; (l) provide that, if, prior to the expiry of the options, the Company makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the relevant record date for the bonus issue; (m) provide that if, from time to time, before the expiry of the Options, the Company makes a pro-rata issue of Shares to shareholders, the Exercise Price of the Options may be amended in accordance with ASX Listing Rule 6.22.2 (as amended from time to time); (n) provide that if there is a reorganisation of the issued capital of the Company (including any consolidation, subdivision, reduction, or return of capital), the rights of the holder of Options shall be changed to the extent necessary to comply with the ASX Listing Rules at the time of the reorganisation; (o) may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated; (p) A Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
Names of allottees	(a) If Resolution 5 is passed, Director Options will be issued to Mr Ding (or his nominated Associate); (b) If Resolution 6 is passed, Director Options will be issued to Mr Guthrie (or his nominated Associate); (c) If Resolution 7 is passed, Director Options will be issued to Mr Ramsey (or his nominated Associate); (d) If Resolution 8 is passed, Director Options will be issued to Mr Grogan (or his nominated Associate); and (e) If Resolution 9 is passed, Director Options will be issued to Mr May (or his nominated Associate).
Purpose of the issue	The purpose of the issue of Director Options is to provide the Directors with reward and incentive for future services they will provide to the Company to further the progress of the Company.

Material terms of agreement	A letter of offer, subject to Shareholder approval, was provided and accepted by each Eligible Directors on 22 October 2026 setting out the terms of the Director Options offer. There were no other material terms other than that disclosed in the Explanatory Memorandum.
Use of funds	No funds are being raised by the issue of the Director Options.
Date of Issue	The Director Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than one (1) month after this Meeting.
Director Remuneration Details	Mr Ding receives $75,374 annual fee (inclusive of superannuation) as a non-executive director fee. Mr Guthrie receives $59,771 annual fee (inclusive of superannuation) as a non-executive director fee. Mr Ramsey receives $52,000 annual fee (inclusive of superannuation) as a non-executive director fee. Mr Grogan receives $348,317 per annum (inclusive of superannuation) in relation to the Managing Director role. Mr May receives $227,290 per annum (inclusive of superannuation) in relation to the Executive Director role. The above amounts do not include the Options proposed to be issued pursuant to Resolutions 5 to 9.
Explanation of the termination benefits	As noted above, the terms of the Options contain provisions entitling the Board to apply certain discretions in the event of the cessation of employment or engagement by the Company arising from, among other things, death or total permanently disability. As noted above, the exercise of these discretions by the Board will constitute a "benefit" for the purposes of the restrictions contained in the Corporations Act's regarding Termination Benefits.
Value of the termination benefits	Various matters will or are likely to affect that value of the Termination Benefits and, therefore the value of the Termination Benefits cannot be determined in advance. The value of a particular benefit resulting from the exercise of the Board's discretion will depend on factors such as the Company's share price at the time of the exercise of this discretion and the number of Options to exercise its discretion in respect of. Some of the factors that may affect the value of the Termination Benefits are as follows: (a) the number of Options that the participant holds at the time that this discretion is exercised and for which the discretion is exercised; (b) the time-period over which any extension for the period of exercise is extended.

The Directors, other than the Director the subject of the relevant Resolution, who have abstained from providing any recommendation on their respective Resolutions, recommend that Shareholders vote in favour of Resolutions 5 to 9 (inclusive) and advise that they intend to vote any Shares that they own or control in favour of Resolutions 5 to 9 (inclusive).

The Chair of the Meeting intends to vote any undirected proxies in favour of Resolutions 5 to 9 (inclusive).

Resolution 10 – Appointment of Auditor

MVAB Assurance resigned as auditor of the Company and a consent to act as auditor, subject to ASIC's consent to the resignation of MVAB Assurance, was received from MVAB Audit Pty Ltd on 4 March 2026. On 10 April 2026 ASIC consented to the change of auditor in accordance with section 329(5) of the Corporations Act. The Directors subsequently appointed MVAB Audit Pty Ltd to fill the resulting casual vacancy in the office of auditor under section 327C of the Corporations Act. Subsequent to the appointment, MVAB Audit Pty Ltd was acquired by Horizon Nexus Partners on 1 May 2026.

Under section 327C(2) of the Corporations Act, an auditor appointed by the directors to fill a casual vacancy holds office only until the company's next annual general meeting. Under section 327B(1) of the Corporations Act, the members of the Company must appoint an auditor at that annual general meeting. A valid nomination of MVAB Audit Pty Ltd for appointment as auditor has been received from a Shareholder in accordance with section 328B of the Corporations Act, a copy of which is set out in Annexure B, and MVAB Audit Pty Ltd has consented in writing to act as auditor of the Company.

Resolution 10 seeks Shareholder approval, for the purposes of section 327B of the Corporations Act, to appoint MVAB Audit Pty Ltd as the auditor of the Company.

The Directors recommend that shareholders vote in favour of Resolution 10.

Resolution 11 – ASX Listing Rule 7.1A (additional issuance capacity)

This resolution seeks approval from the holders of ordinary shares in the Company, by special resolution, to have the additional capacity to issue equity securities under ASX Listing Rule 7.1A.

Under ASX Listing Rule 7.1, subject to certain exceptions, the Company can issue or agree to issue up to so many equity securities as is equal to 15% of its issued ordinary shares in any 12 month period without prior approval from its shareholders. ASX Listing Rule 7.1A.2 provides that eligibles entities which have obtained approval from the Company's ordinary shareholders, by way of special resolution at an annual general meeting, may issue or agree to issue, during the 10% Placement Period (as defined below), a maximum number of equity securities calculated in accordance with the following formula (the **10% Placement Capacity**):

(A x D) – E

where:

A is the number of fully paid ordinary securities on issue at the commencement of the 12 months period immediately preceding the date of issue or agreement (the **Relevant Period**):

(i) plus the number of fully paid ordinary securities issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus the number of any other fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period, or
- the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved under rule 7.1 or 7.4,

(iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

- the agreement was entered into before the commencement of the relevant period, or
- the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4,

(iv) plus the number of any other fully paid ordinary securities issued in the Relevant Period with approval under Listing Rule 7.1 or 7.4;

(v) plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;

(vi) less the number of fully paid ordinary securities cancelled in the Relevant Period;

D is 10%;

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

Eligibility of the Company

In order to seek approval from the Company's ordinary shareholders under ASX Listing Rule 7.1A, the Company must have a market capitalisation of $300 million or less, and not be included in the S&P/ASX 300 Index as at the date that the AGM is held. The Company expects to meet the eligibility criteria on the date of the AGM.

Disclosure under ASX Listing Rule 7.3A.6

In the 12 months preceding the date of this Meeting, the Company has issued equity securities under Listing Rule 7.1A.2. The details of the equity securities issued under Listing Rule 7.1A.2 are as follows:

Date of Issue	Number and class of equity securities issued	Issue Price	Discount to last close price before signing agreement to issue	Class of persons to whom equity securities were issued	Total cash consideration received and intended use of funds
2 June 2026	30,506,110 fully paid ordinary shares were issued (representing 10% of the total number of equity securities on issue at the commencement of the relevant 12 month period)	$0.025	13.79%	The allottees of the Shares were subscribers to a private placement who are exempt from the disclosure requirements of the Corporations Act and had previously acquired Shares in the Company or expressed a desire to do so. No allotee was a related party of the entity, a member of key management personnel, a substantial holder in the Company, an adviser to the Company or an associate of any of the above who was issued more than 1% of the Company's issued capital.	$762,653 in cash received, all of which is still to be spent on Flavocide regulatory enabling studies, preparations for Qcide scale-up, product development activities supporting commercial partnering arrangements and general working capital

Information required under ASX Listing Rule 7.3A

ASX Listing Rule 7.3A requires the following information to be provided to shareholders.

- If Resolution 11 is passed, the period during which the Company may issue equity securities under ASX Listing Rule 7.1A is the period commencing on the date of the AGM at which the approval is obtained until the first to occur of the following (being the **10% Placement Period**):

  (i) the date that is 12 months after this AGM;
  (ii) the time and date of the Company's annual general meeting in respect of the year ended 30 June 2027;
  (iii) the time and date of approval by the holders of ordinary shares in the Company of a transaction under ASX Listing Rule 11.1.2 (change of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

- If Resolution 11 is passed, the minimum price at which equity securities may be issued by the Company under ASX Listing Rule 7.1A is a cash amount per security that is no less than 75% of the volume weighted average market price for the securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

  (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the relevant securities; or
  (ii) if the securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.

- If Resolution 11 is passed and the Company raises funds from an issue of equity securities under ASX Listing Rule 7.1A(2), the purposes for which those funds will be used are to advance its lead products, support potential partnering arrangements and provide working capital.

- If Resolution 11 is passed and the Company issues equity securities under ASX Listing Rule 7.1A(2), existing holders of ordinary shares in the Company should be aware that they risk economic and voting dilution, including the risk that:

(i) the market price for equity securities in that class may be significantly lower on the actual issue date of the equity securities than on the date that shareholders give approval under ASX Listing Rule 7.1A at the AGM; and

(ii) the equity securities may be issued at a price that is a discount to the market price for those equity securities on the actual issue date of the equity securities.

The table below shows:

(i) the potential dilution of existing holders of ordinary shares assuming an issue of ordinary shares at the current market price of those shares and assuming the current number of issued ordinary shares for variable "A" (as set out in the formula above reflecting Listing Rule 7.1A.2);

(ii) two further examples where variable "A" has increased by 50% and 100% noting that the number of ordinary shares included in variable "A" may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro rata entitlements issue or shares issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved by shareholders); and

(iii) two examples where the issue price of ordinary shares has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		$0.007	$0.014	$0.021
		50% decrease in Issue Price	Issue Price	50% increase in Issue Price
438,061,108	10% Voting Dilution	**43,806,111 ordinary shares**		
Current Variable A	Funds Raised	$306,643	$613,286	$919,928
657,091,662	10% Voting Dilution	**65,709,166 ordinary shares**		
50% increase in current Variable A	Funds Raised	$459,964	$919,928	$1,379,892
876,122,216	10% Voting Dilution	**87,612,222 ordinary shares**		
100% increase in current Variable A	Funds Raised	$613,286	$1,226,571	$1,839,857

***The table has been prepared on the following assumptions**:*

(i) The Company issues the maximum number of equity securities available under the 10% Placement Capacity.

(ii) No options are exercised so as to result in an issue of ordinary shares before the date of issue of the equity securities.

(iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued ordinary share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iv) The table does not show an example of the dilution that may be caused to a particular shareholder by reasons of placements under the 10% Placement Capacity, based on that shareholder's holding at the date of the meeting.

(v) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(vi) The use of equity securities under the 10% Placement Capacity consists only of ordinary shares.

(vii) The assumed issue price is $0.014 being the trading price of the ordinary shares on the ASX on 14 October 2026.

- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue utilising the 10% Placement Capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
-

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
(ii) the effect of the issue of the equity securities on the control of the Company;
(iii) the financial situation and solvency of the Company; and
(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees where the 10% Placement Capacity is utilised have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 11.

Further information

The Directors recommend members read these Explanatory Notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

Annexure A – Equity Incentive Plan

The Company has adopted a Directors' and Employees' Omnibus Incentive Plan (**Plan**), which was adopted by the Board on 19 October 2026. The key terms under the Plan are summarised below:

(a) ***Operation***

The Board is responsible for administering the Plan in accordance with the Plan Rules. Any grant of Shares, Performance Rights and/or Options (Award) under the Plan will be subject to both the Plan Rules, the ASX Listing Rules, the Corporations Act and the terms and conditions of the specific grant.

(b) ***Listing Rules***

To the extent that any provision in the Plan is proscribed by the Listing Rules, that provision will have no effect and will not apply to the extent required by the Listing Rules.

(c) ***Eligibility***

The Plan is open to certain contractors and employees (including Directors, subject to the ASX Listing Rules and the Corporations Act) of the Company who are offered Awards under the Plan (**Eligible Persons**).

(d) ***Offer***

The Board may offer Shares, Performance Rights and/or Options to Eligible Persons under the Plan subject to conditions and/or performance hurdles and terms of issue determined by the Board in its absolute discretion, subject to the ASX Listing Rules and the Corporations Act. The offer must contain various information including the final acceptance date, the maximum number of Awards which the Eligible Persons may apply for, the issue price, and details of any vesting conditions attaching to the Awards.

An Eligible Person who is invited to participate in the Plan (**Participant**) may accept the offer by giving an application to the Company, accompanied by payment of the issue price where applicable, by the final acceptance date outlined in the offer.

(e) ***Plan limits***

The total number of Securities which may be offered by the Company under this Plan for consideration in reliance on Division 1A of Part 7.12 of the Corporations Act shall not at any time exceed the limit prescribed by the Company's Constitution or Division 1A of Part 7.12 of the Corporations Act.

(f) ***Vesting***

The Board may offer Awards with such conditions as determined by the Board (Share, Option or Performance Right Vesting Conditions, as applicable) and specified in the offer.

Notice of all Vesting Conditions imposed by the Board must be included in or accompany the Offer in respect of the Awards.

An Award shall only vest (and be exercisable) if the applicable Vesting Conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied in accordance with this Plan and when a Vesting Notice in respect of that Award is given to the Participant (if applicable).

(g) ***Lapse of Awards***

Options and Performance Rights lapse, to the extent not exercised, on the earliest of:

(1) the expiry of the Award Period;

(2) if the Participant's employment or engagement ceases due to an Uncontrollable Event, the last day of any period specified for that scenario;

(3) if it ceases due to a Controllable Event, the date of that event or such other date as determined by the Board;

(4) the date determined in accordance with the Plan Rules concerning breach, fraud or dishonesty;

(5) the date arising from the operation of the allotment upon receipt of Exercise Notice provisions; or

(6) the date arising from the operation of the Change of Control provisions.

(h) ***Dealing***

The Board may issue Restricted Shares or Awards that a Participant cannot sell or transfer during the restriction period. If a Participant attempts to do so in breach of this, the Board may refuse to register the transfer. Where a Restricted Option or Performance Right is exercised, the resulting shares inherit the same restriction for the remainder of the original restriction period, after which standard unrestricted share provisions will apply.

(i) ***New issues, reorganisations of capital and winding up***

Participants holding Options or Performance Rights are not entitled to participate in any new issue of securities to existing holders of Shares in the Company, unless they have become entitled to exercise their Options or Performance Rights and exercise them and receive Shares before the record date for entitlements to the new issue.

(7) **Pro rata issues**

In the event of a pro rata issue (except a Bonus Issue) made by the Company during the Award Period of the Options or of any unexercised Performance Right (and such Performance Right has an Exercise Price above nil) the Company may adjust the Exercise Price for the Award in accordance with the formula in the terms of the Plan.

(8) **Bonus issues**

A Participant shall only have participating rights or entitlements in respect of a Bonus Issue, in respect of the Options which the Participant has exercised or the Performance Rights which have been exercised prior to the Record Date and only to the extent that the Participant holds Shares in the Company prior to the Record Date.

(9) **Reconstruction of capital**

In the event of a reconstruction (including winding up, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of an Award holder shall be reconstructed to the extent necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of a reconstruction, but with the intention that such reconstruction shall not result in any benefits being conferred on Participants which are not conferred on holders of Shares

(j) ***Cessation of employment or office***

(1) **Uncontrollable event (e.g. death, illness, redundancy)**

If a Participant ceases to be an employee/officer/contractor due to an Uncontrollable Event, the Board can waive or reduce any unmet performance hurdles, allowing awards to vest. The participant then has up to 6 months (or the end of the award period, if earlier) to exercise them. Any unexercised awards lapse after that.

(2) **Controllable event (e.g. resignation, dismissal for cause)**

If a Participant ceases to be an employee/officer/contractor due to a Controllable Event, all unexercised awards lapse immediately, unless the Board decides otherwise.

(k) ***Change of Control Events***

Where there is a Change of Control Event, any unvested or unexercised Awards will automatically vest or become exercisable (as applicable) prior to the effective date of the Change of Control Event or such earlier date as determined by the Board in its absolute discretion. Where the Board determines that a Change of Control Event is likely to occur, the Board may in its discretion determine that manner in which any or all of a Participant's Awards will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event, but does not include a discretion to lapse or forfeit unvested or unexercised Awards for less than the full Vesting Period and the Performance Hurdles applicable to such Awards. Any unvested or unexercised Awards that do not vest or are not exercisable under the Plan will lapse. Notwithstanding the default treatment set out in the Plan, the Board may specify in the Offer to the Participant a particular treatment that will apply to unvested or unexercised Awards in the context of a Change of Control Event. Any issue of Shares on conversion of vested or exercised Awards shall at all times be subject to Applicable Law (including the Corporations Act, the Listing Rules, and associated Listing Rules guidance).

ANNEXURE B – NOMINATION OF AUDITOR

2 March 2026

The Board of Directors
Bio-Gene Technology Limited (ACN 071 735 950)
Level 6, 400 Collins Street
Melbourne, Victoria 3000

Dear Directors

Nomination of Auditor

In accordance with the provisions of section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), Cadogan Corporate Solutions Pty Ltd, being a shareholder of Bio-Gene Technology Limited (**Company**), hereby nominates MVAB Audit Pty Ltd for appointment as auditor of the Company.

Please distribute copies of this nomination as required by section 328B(3) of the Act.

Yours sincerely



Alex Ding
Director
Cadogan Corporate Solutions Pty Ltd

BIO-GENE TECHNOLOGY LTD

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Bio-Gene Technology Limited | ABN 32 071 735 950

Your proxy voting instruction must be received by **2:00pm (AEDT) on Saturday, 28 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Bio-Gene Technology Limited, to be held virtually at **2:00pm (AEDT) on Monday, 30 November 2026** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐	7	Approval to issue 500,000 Options to Mr Christopher Ramsey (or his nominated Associate)	☐	☐	☐
2	Re-election of Mr. Alex Ding as a Director	☐	☐	☐	8	Approval to issue 2,000,000 Options to Mr Timothy Grogan (or his nominated Associate)	☐	☐	☐
3	Re-election of Mr. Christopher Ramsey as a Director	☐	☐	☐	9	Approval to issue 1,000,000 Options to Mr Peter May (or his nominated Associate)	☐	☐	☐
4	Enable the issue of equity securities under an Equity Incentive Plan	☐	☐	☐	10	Ratification of appointment of auditor	☐	☐	☐
5	Approval to issue 500,000 Options to Mr Alex Ding (or his nominated Associate)	☐	☐	☐	11	ASX Listing Rule 7.1A (additional issuance capacity)	☐	☐	☐
6	Approval to issue 500,000 Options to Mr Andrew Guthrie (or his nominated Associate)	☐	☐	☐					

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).